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BEFORE THE ARIZONA CORPORATION COMMISSION

COMMISSIONERS

MARC SPITZER, Chairman
JIM IRVIN
WILLIAM A. MUNDELL
JEFF HATCH-MILLER
MIKE GLEASON

2003 JAN 14 P 12:35

AZ CORP COMMISSION
DOCUMENT CONTROL

IN THE MATTER OF:

DOCKET NO. S-03472A-02-0000

SCOTTSDALE FINANCIAL FUNDING GROUP,
LLC
4000 North Scottsdale Road
Scottsdale, AZ 85251

MARTIN & GRIFFIN, LLC
4000 North Scottsdale Road
Scottsdale, AZ 85251

GREGORY B. GILL aka GREGORY P. GILL
4015 N. 78th Street, #141
Scottsdale, AZ 85251

HAYDEN KEITH HOLLAND
5618 E. Montecito
Phoenix, AZ 85018-3223

TAD L. ULRICH & ASSOCIATES, LLC
13386 North 88th Place
Scottsdale, AZ 85260

TAD LYN ULRICH
13386 North 88th Place
Scottsdale, AZ 85260

SENIOR ADVISORY SERVICES, LLC
1401 Kimdale Street
Lehigh Acres, Florida 33936

WALLACE BUTTERWORTH
1411 East Orangewood Avenue, #239
Phoenix, AZ 85020

Respondents.

Arizona Corporation Commission
DOCKETED

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EIGHTH
PROCEDURAL ORDER

BY THE COMMISSION:

On March 29, 2002, the Securities Division ("Division") of the Arizona Corporation Commission ("Commission") filed a Notice of Opportunity for Hearing Regarding Proposed Order for Relief ("Notice") against Scottsdale Financial Funding, LLC ("SFF"), Martin & Griffin, LLC

1 ("M&G"), Gregory B. Gill aka Gregory P. Gill, Hayden Keith Holland, Tad L. Ulrich & Associates,
2 LLC ("TUA"), Tad Lyn Ulrich, Senior Advisory Services, LLC ("SAS") and Wallace Butterworth,
3 (collectively the "Respondents") in which the Division alleged multiple violations of the Arizona
4 Securities Act ("Act") in connection with the offer and sale of securities in the form of membership
5 interests in limited liability companies ("LLCs") and investment contracts.

6 Respondents were duly served with copies of the Notice.

7 On April 5, 2002, Respondents SFF, Hayden Holland, SAS, Wallace Butterworth, TUA and
8 Tad Lyn Ulrich filed requests for hearing.

9 On April 12, 2002, Respondents M&G and Gregory Gill filed requests for hearing.

10 On April 17, 2002, by Procedural Order, the Commission scheduled a pre-hearing conference
11 on May 9, 2002 on the allegations raised by the Notice.

12 On April 22, 2002, the Division and Respondents requested a continuance due to scheduling
13 conflicts.

14 April 23, 2002, by Procedural Order, a pre-hearing conference was continued to May 17,
15 2002.

16 May 17, 2002, at the pre-hearing conference, the Respondents and the Division appeared
17 through counsel. The scheduling of the evidentiary portion of the proceeding and the possible length
18 of the hearing were discussed. The Respondents and the Division agreed to the filing of a Consent
19 Temporary Cease and Desist Order ("C&D") with respect to the offer and sale of securities as alleged
20 in the Notice pending the final disposition of this proceeding by the Commission. The parties further
21 agreed that an additional pre-hearing conference would be required and stipulated to an additional
22 pre-hearing being scheduled on July 25, 2002.

23 On May 20, 2002, by Procedural Order, the Commission Ordered that an additional pre-
24 hearing conference be scheduled.

25 On July 25, 2002, at the pre-hearing conference, further procedural and discovery matters
26 were addressed as well as scheduling concerns. Problems in concluding the Temporary C&D were
27 also discussed. The Division requested a hearing be scheduled and the parties agreed to a status
28 conference being scheduled on September 26, 2002. The parties also agreed that the hearing on the

1 allegations contained in the Notice begin on November 4, 2002.

2 On July 29, 2002, by Procedural Order, a status conference was scheduled for September 26,
3 2002. The hearing on the above-captioned proceeding was ordered to commence on November 4,
4 2002, and witness and exhibit lists were ordered to be exchanged 14 days prior to the start of hearing.

5 On September 13, 2002, the Division filed a Temporary Order ("T.O.") against the
6 Respondents to supplement the Notice herein.

7 Additionally, on September 13, 2002, Bryan Cave, LLP, counsel for M&G and Mr. Gill, filed
8 a document captioned "Notice of Withdrawal", indicating simply that it was withdrawing as their
9 counsel and directing that "pleadings and other papers" be sent to Mr. Gill at what appears to be his
10 address. No address for M&G was provided and no phone number was provided for either
11 Respondent.

12 The Notice of Withdrawal filed by Bryan Cave, LLP failed to meet the requirements for
13 written application to withdraw pursuant to Commission Rule A.A.C. R14-3-104(E) and Rule 5.1(a)
14 of the Arizona Rules of Civil Procedure ("Rules").

15 It was further noted that in order for Mr. Charles W. Arnold of Lexington, Kentucky, co-
16 counsel for Mr. Holland, to represent Mr. Holland before the Commission, he must file an application
17 *Pro Hac Vice* pursuant to Rule 33(D) of the Arizona Supreme Court.

18 On September 23, 2002, by Procedural Order, Bryan Cave, LLP was ordered to make written
19 application to withdraw in a form consistent with the Commission's Rules and the Arizona Rules of
20 Civil Procedure. Mr. Arnold was also ordered to file an application *Pro Hac Vice*.

21 On September 23, 2002, Bryan Cave, LLP made written application to withdraw consistent
22 with the Commission's Rules and the Arizona Rules of Civil Procedure and indicated the following:
23 that Respondents M&G and Mr. Gill were unable to finance their representation; that forwarding
24 addresses and phone numbers for these Respondents were provided with the application; and that
25 Respondents M&G and Mr. Gill had been advised as to the status of the proceeding, scheduled
26 hearings and the possibility of sanctions.

27 On September 26, 2002, by Procedural Order, Bryan Cave, LLP were permitted to withdraw
28 from the representation of Respondents M&G and Mr. Gill. A status conference was also held on

1 that date.

2 On October 16, 2002, recently retained California counsel for Respondents M&G and Gill
3 filed a Motion for a Continuance ("Motion") indicating that he would need at least a 60 day
4 continuance and that he would also be filing an application *Pro Hac Vice* pursuant to Arizona
5 Supreme Court Rule 33(D).

6 On October 17, 2002, a teleconference was held with counsel representing all parties present.
7 Counsel for the Division and the Respondents agreed that additional time was necessary for
8 discovery and preparation for hearing and they supported the Motion. Counsel for the respective
9 Respondents also agreed to execute a waiver of the 180 day limitation of the T.O. pursuant to A.A.C.
10 R14-4-307 for the pendancy of the proceeding until a final Decision is issued by the Commission.
11 The parties further agreed to the hearing being continued to January 27, 2003.

12 On October 17, 2002, by Procedural Order, the Motion by Respondents M&G and Mr.
13 Gregory B. Gill for a continuance was granted and the hearing continued to January 27, 2003.

14 On November 14, 2002, the Division and the Respondents herein filed what was captioned
15 "Agreed Modification of Temporary Order to Cease and Desist" waiving the 180 day limitation of
16 the T.O. pursuant to A.A.C. R14-4-307.

17 On December 11, 2002, Arizona counsel filed what was captioned "Motion and Consent of
18 Local Counsel for *Pro Hac Vice* Admission of Gerald M. Werksman" ("Pro Hac Motion") on behalf
19 of Mr. Werksman, an attorney admitted to practice to California, Illinois and New York, who is to
20 represent Respondents M&G and Mr. Gill.

21 On January 7, 2003, by Procedural Order, the Pro Hac Motion was granted and Mr.
22 Werksman admitted to practice in the above-captioned matter.

23 On January 8, 2003, the Divisiion filed what was captioned "Request to Continue Hearing"
24 ("Request") in which it requests at least a six-week continuance of the proceeding in order to allow
25 the parties to finalize settlement negotiations and to submit proposed Consent Orders for Commission
26 approval. The Division further indicated that if approvals were granted by the Commission, the
27 proceeding would be substantially shortened.

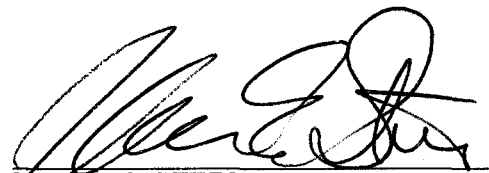
28 Accordingly, good cause has been shown for the Request filed by the Division to be granted.

1 IT IS THEREFORE ORDERED that the Request to Continue Hearing filed by the Division
2 be, and is hereby, granted.

3 IT IS FURTHER ORDERED that the hearing scheduled for January 27, 2003, in the above-
4 captioned proceeding shall be continued until **March 31, 2003 at 10:00 a.m.** at the Commission's
5 offices, 1200 W. Washington Street, Phoenix, Arizona.

6 IT IS FURTHER ORDERED that the parties shall also reserve April 1, 2, 3 and 4, 2003 for
7 additional days of hearing, if necessary.

8 DATED this 14TH day of January, 2003.

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11 
12 MARC E. STERN
ADMINISTRATIVE LAW JUDGE

13 Copies of the foregoing mailed/delivered
this 14 day of January, 2003 to:

14 Charles W. Arnold
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Attorney for Martin & Griffin, LLC and
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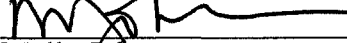
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Tad Lyn Ulrich and Wallace Butterworth

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20 Secretary to Marc E. Stern
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